

# **EXHIBIT A**

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**From:** @retrophin.com>  
**Sent:** Thursday, May 23, 2013 2:47 PM  
**To:** Retrophininc  
**Subject:** Retrophin Workplace Policies  
**Attachments:** Acknowledgement of Understanding.pdf; BUSINESS CASUAL DRESS GUIDELINES.pdf; Email Policy.pdf; Internet Usage Policy.pdf; SEXUAL HARASSMENT POLICY.pdf; Personal Electronic Device Policy.pdf

Good Morning,

My first task as HR Associate was to develop a number of policies to provide guidance to our employees regarding appropriate workplace behavior in an effort to maintain a level of professionalism. Please see attached the following policies:

Internet Usage Policy  
Email Policy  
Personal Electronic Device Policy  
Sexual Harassment and Discrimination  
Lunch/Work Hours Policy  
Business Casual Dress Guidelines

Once you have read through each of the policies, please sign the Acknowledgement and return it to my attention. If you have any questions, please feel free to contact me.

Retrophin values the talents and abilities of our employees and seeks to foster an open, cooperative, and dynamic environment in which employees and the Company alike can thrive. Thank you for your cooperation.

*HR Associate*  
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**Acknowledgement of Understanding**

I have read and agree to comply with the terms of the following policies:

Internet Usage Policy

Email Policy

Personal Electronic Device Policy

Sexual Harassment and Discrimination Policy

Business Casual Dress Guidelines

Lunch/Work Hours Policy

I understand that violation of any of these policies may result in disciplinary action, including possible termination and civil and criminal penalties.

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## **BUSINESS CASUAL DRESS GUIDELINES**

Business casual dress is designed to provide an opportunity to wear more comfortable clothing. At the same time, a professional, business-like appearance must be maintained. Guidelines designed to implement this policy are set forth below:

### **Clothing:**

The following articles of clothing **may be worn** as long as they are clean, neat and present a professional appearance:

Dress Slacks/Trousers	Dresses	Skirts/Shorts (knee length)
Dockers	Blouses	Casual shirts with collars
Corduroys	Mid-length Skorts	Golf/Polo shirts with collars
Capri Pants below the knee	(Below knee)	Sweaters
		Sleeveless Blouses or Dresses

The following articles of clothing **may not be worn**:

Jeans of any kind or color (except on Casual Fridays)		
T-Shirts	Dresses or Blouses with Spaghetti straps	
Leggings	Midriff/Crop Tops	Dresses or Blouses with Low Cut Neckline
Halter/Open Back Tops	Form Fitting or Tube Tops	Sweatpants, Sweatshirts or Sweatsuits
Workout Clothing	Tank Tops	Clothing with Large Lettering or Slogans
Stretch Pants	Bandanas or Kerchiefs	Pajamas
	(Worn on Head)	

### **Footwear:**

Dress shoes, loafers, casual boots (covered by trousers), flats and open-toed shoes are acceptable. Sneakers can be worn on Casual Fridays.

Rain boots, work boots (except in snow or rain), slippers and similar types of backless sandals **are not acceptable**. Please avoid sandals that flip flop and make a lot of noise while walking. These can be distracting to the staff and dangerous to the wearer.

### **Miscellaneous:**

**The display of conspicuous tattoos is not acceptable.**

**Extreme hair styles and hair colors are not acceptable.**

**The display of studs or rings in body piercings, except for ears, is not acceptable.**

### **General Guidelines:**

\*Business Casual Dress is optional; you may continue to dress in appropriate, traditional business attire if you prefer.

\*Any employee who will be meeting with clients or participating in any company-related business outside of the office, must wear traditional business attire on that day.

\*Please feel free to choose clothing that is comfortable, but please make sure it communicates a professional image.

\*Clothing should be clean and without holes or frayed areas.

\*Just because a particular fashion trend may be the current style, that doesn't necessarily make it appropriate business casual attire. If employees have any doubts about the appropriateness of an outfit, they should not wear the items in question to the office. The Human Resources Associate or Office Manager will have ultimate responsibility for determining whether specific attire is appropriate business casual attire.

\*These guidelines may be changed at any time. In addition, Casual and Business Casual Dress may be discontinued at any time.

## **Email Policy**

This policy addresses the appropriate use of the Company's email system. This policy applies to all Company users. The Company's users are responsible for understanding and following the Company's Email Policy. Failure to adhere to this policy may result in disciplinary action, including termination.

1. **APPLICABILITY:** This E-Mail Policy governs all electronic communications using the Company's computers and related communications equipment and connections. This includes any e-mail communication or attempted communication, whether internal or external and whether incoming or outgoing. It also includes communications over third-party e-mail software or web sites (e.g., gmail, yahoo, etc.) if accessed on a Company computer.

2. **PURPOSES:** The purpose of the Company's e-mail system is to permit fast and efficient communications, both internally and externally. It greatly enhances our ability to respond to clients' needs quickly and efficiently, and it is a necessary tool in modern business communications and an integral component of the Company's technology infrastructure. Accordingly, Retrophin employees should use the Company's e-mail system, like any other Company resource, only for Company purposes. It should not be used for any other purpose, including to send or receive personal messages or in support of personal business ventures or political or religious causes.

3. **OWNERSHIP/PRIVACY:** The PCs used by Company personnel and the information contained on them are the property of Retrophin, Inc., not the user. All electronic data (including communications received, sent, to be sent or only partially drafted) that are transmitted through Company facilities and/or stored on a Company computer or storage media are the property of the Company. Such electronic communications are not to be considered private communications. As permitted by law, the Company at its discretion may monitor e-mail communications for various purposes, including maintenance, repair and inspection of the e-mail system, investigations into claims of wrongdoing, and determining whether the system is being used in accordance with this E-Mail Policy, and the Company reserves the right to access and disclose the contents of e-mail messages on its system for any purpose. By using the Company's communications facilities, employees and others using the system (for example, senders of e-mails to Company e-mail addresses) waive any right to privacy in electronic communications and consent to the possible interception and disclosure of these communications. The Company's e-mail system is not the U.S. Postal Service: there is no guarantee of privacy.

4. **CONTENT:** Company personnel should never include in an e-mail message (or for that matter in any Company-relevant materials or communications whatsoever, whether electronic or not) any vulgarity, obscenity or abusive or offensive language, including language that might be perceived to constitute racial or sexual slurs or harassment. The Company considers this rule to be of paramount importance, such that its violation is grounds for serious disciplinary action or dismissal.

5. **VIRUS PROTECTION:** The Company has installed virus protection software on its computers to check for viruses in, among other things, incoming e-mails and files attached thereto. Users should never disable, bypass or defeat this virus detection capability. Virus infection of a single PC has the potential to seriously infect and possibly disable the Company's entire computer system.

6. **RECIPIENTS:** E-mail messages should be transmitted only to individuals who need to receive them in furtherance of Company business. If you wish to reply to an e-mail received by a large number of people, such as a Company-wide distribution, do not select "Reply All" unless you are certain that the message

should be sent to every recipient on the list. Company personnel should maintain and use their e-mail address lists carefully. E-mails are very susceptible to erroneous addressing; it is extremely easy to address an e-mail message to the wrong addressee or group of addressees.

7. ARCHIVING: Under normal circumstances, the Company archives and backs-up e-mail messages on long-term data storage media. Because this is not in a form that permits expedient retrieval of individual messages, however, and also because circumstances may arise from time to time which prompt us to delete such archived materials, one should not consider the Company's process to be a substitute for the user's own individual e-mail archiving procedures.

8. INTERNET SECURITY: The Company takes special precautions to ensure the security of data transmitted over its internal computer communications equipment. External communications, however, are another matter: because of the public nature of the Internet, data transmitted over that medium are susceptible to interception by unintended recipients. Relatively secure transmission over the Internet often can be achieved through careful use of certain techniques, though, such as password protection of a Word document. Company personnel desiring to transmit sensitive material over the Internet are very strongly urged to utilize one or more of these techniques.

9. VIOLATIONS: Violations of this Policy may result in disciplinary action and can result in termination of employment.

10. AMENDMENTS: This Email Policy may be revised or amended at any time.

## **Internet Usage Policy**

### **Disclaimer**

The Internet is a constantly growing worldwide network of computers and servers that contain millions of pages of information. Users are cautioned that many of these pages include offensive, sexually explicit, and inappropriate material. Users are further cautioned that it is difficult to avoid at least some contact with this material while using the Internet. Even innocuous search requests may lead to sites with highly offensive content. Additionally, having an e-mail address on the Internet may lead to receipt of unsolicited e-mail containing offensive content. Employees and users (herein referred to as "Users," or "User") accessing the Internet do so at their own risk and understand and agree that Retrophin, Inc. (herein referred to as "Company," or "The Company") is not responsible for material viewed or downloaded by users from the Internet. To minimize these risks, your use of the Internet at The Company is governed by the following policy:

### **Permitted Use of Internet and Company computer network**

The computer network is the property of The Company and is to be used for legitimate business purposes. Users are provided access to the computer network to assist them in the performance of their jobs. Additionally, certain Users may also be provided with access to the Internet through the computer network. All Users have a responsibility to use The Company's computer resources and the Internet in a professional, lawful and ethical manner. Abuse of the computer network or the Internet, may result in disciplinary action, including possible termination, and civil and/or criminal liability.

### **Computer Network Use Limitations**

**PROHIBITED ACTIVITIES.** Without prior written permission from The Company, The Company's computer network may not be used to disseminate, view or store commercial or personal advertisements, solicitations, promotions, destructive code (e.g., viruses, Trojan horse programs, etc.) or any other unauthorized materials. Occasional limited appropriate personal use of the computer is permitted if such use does not a) interfere with the User's or any other employee's job performance; b) have an undue effect on the computer or company network's performance; c) or violate any other policies, provisions, guidelines or standards of this agreement or any other of the Company. Further, at all times users are responsible for the professional, ethical and lawful use of the computer system. Personal use of the computer is a privilege that may be revoked at any time.

**ILLEGAL COPYING.** Users may not illegally copy material protected under copyright law or make that material available to others for copying. You are responsible for complying with copyright law and applicable licenses that may apply to software, files, graphics, documents, messages, and other material you wish to download or copy. You may not agree to a license or download any material for which a registration fee is charged without first obtaining the express written permission of the company.

**COMMUNICATION OF TRADE SECRETS.** Unless expressly authorized to do so, Users are prohibited from sending, transmitting, or otherwise distributing proprietary information, data, trade secrets or other confidential information belonging to The Company. Unauthorized dissemination of such material may result in severe disciplinary action as well as substantial civil and criminal penalties under State and Federal Economic Espionage laws.

#### **Duty not to Waste or Damage Computer Resources**

**ACCESSING THE INTERNET.** To ensure security, avoid the spread of viruses & malware, and to maintain The Company's Internet Usage Policies or Acceptable Use Policies, employees may only access the Internet through a computer attached to The Company's network and approved Internet firewall or other security device(s). Bypassing The Company's computer network security by accessing the Internet directly by personal connections such as (but not limited to) Cellular Networks, Wimax, modems, or proxy avoidance techniques or by any other means is strictly prohibited.

**FRIVOLOUS USE.** Computer resources are not unlimited. Network bandwidth and storage capacity have finite limits, and all Users connected to the network have a responsibility to conserve these resources. As such, Users must not deliberately perform acts that waste computer resources or unfairly monopolize resources to the exclusion of others. These acts include, but are not limited to, sending mass mailings or chain letters, spending excessive amounts of time on the Internet, playing games, engaging in online chat groups or other social media, uploading or downloading large files, accessing streaming audio and/or video files, or otherwise creating unnecessary loads on network traffic associated with non-business-related uses of the Internet.

**VIRUS DETECTION.** Files obtained from sources outside The Company, including disks brought from home, files downloaded from the Internet, newsgroups, bulletin boards, or other online services; files attached to e-mail, and files provided by customers or vendors, may contain dangerous computer viruses that may damage The Company's computer network. Users should never download files from the Internet, accept e-mail attachments from outsiders, or use disks from non-Company sources, without first scanning the material with Company-approved virus checking software. If you suspect that a virus has been introduced into The Company's network, notify The Company immediately.

#### **No Expectation of Privacy**

Employees are given computers and Internet access to assist them in the performance of their jobs. Employees should have no expectation of privacy in anything they create, store, post, send or receive using the company's computer equipment. The computer network is the property of The Company and may be used only for Company purposes.



Waiver of privacy rights. User expressly waives any right of privacy in anything they create, store, post, send or receive using the company's computer equipment or Internet access. User consents to allow company personnel access to and review of all materials created, stored, sent or received by User through any Company network or Internet connection.

Monitoring of computer and Internet usage. The Company has the right to monitor and log and archive any and all aspects of its Computer system including, but not limited to, monitoring Internet sites visited by Users, monitoring chat and newsgroups, monitoring file downloads, and all communications sent and received by users via Email, IM & Chat & Social Networking.

#### **Blocking Sites With Inappropriate Content**

The Company has the right to utilize hardware and software that makes it possible to identify and block access to Internet sites containing sexually explicit or other material deemed inappropriate in the workplace.

#### **Blocking Sites With Non-productive Content**

The Company has the right to utilize hardware and software that makes it possible to identify and block access to Internet sites containing non-work-related content such as (but not limited to) Drug Abuse; Hacking; Illegal or Unethical; Discrimination; Violence; Proxy Avoidance; Plagiarism; Child Abuse; Alternative Beliefs; Adult Materials; Advocacy Organizations; Gambling; Extremist Groups; Nudity and Risqué; Pornography; Tasteless; Weapons; Sexual Content; Sex Education; Alcohol; Tobacco; Lingerie and Swimsuit; Sports; Hunting; War Games; Online Gaming; Freeware and Software Downloads; File Sharing and Offsite Storage; Streaming Media; Peer-to-peer File Sharing; Internet Radio or TV; Internet Telephony; Online Shopping; Malicious Websites; Phishing; SPAM; Advertising; Brokerage and Trading; Web-Based Personal Email; Entertainment; Arts and Culture; Education; Health and Wellness; Job Search; Medicine; News and Media; Social Networking; Political Organizations; Reference; Religion; Travel; Personal Vehicles; Dynamic Content; Folklore; Web Chat; Instant Messaging or IM; Newsgroups and Message Boards; Digital Postcards; Education; Real Estate; Restaurant or Dining; Personal Websites or Blogs; Content Servers; Domain Parking; Personal Privacy; Finance and Banking; Search Engines and Portals; Government and Legal Organizations; Web Hosting; Secure Sites; or Web-based Applications.

## **POLICY AGAINST SEXUAL HARASSMENT AND DISCRIMINATION**

Retrophin, Inc. (the "Company") is an Equal Employment Opportunity Employer. As such, the Company maintains a policy against discrimination with respect to its employees and applicants for employment. The Company will not discriminate against any employee or applicant because of his or her race, color, religion, sex, age, national or ethnic origin, disability, sexual orientation, veteran status, marital status or because of any other basis prohibited by applicable federal, state, city or local law.

It is our policy to maintain a work environment free of harassment. This policy statement is particularly aimed at "sexual harassment" but applies to all other types of harassment as well. No employee, whether male or female, shall harass another employee by:

(1) creating an intimidating, hostile, or offensive working environment. Such an environment may be created by (among other things):

- displaying offensive photographs or written materials (whether on paper or in computer images); sending offensive memoranda or electronic mail messages;
- telling sexually offensive jokes, comments, innuendos; or
- otherwise making sexually oriented statements;

(2) engaging in unwelcome conduct, including, but not limited to, sexual advances, requests for sexual favors, and verbal or physical conduct of a sexual nature; or

(3) making, implying, or inferring that submission to such conduct is or will be the basis for employment decisions affecting the employee, including but not limited to, hiring, promotion, demotion, termination, layoff, recall, transfer, leaves of absence, compensation and training.

Harassment also includes unwanted comments or conduct that are offensive on the basis of race, color, ethnicity, age, religion, sexual orientation, disability, marital status, or veteran status.

Any employee who believes he or she has been harassed or discriminated against by any employee of this Company is urged to report the incident immediately to any of the following designated people:

Fazela Mohamed, HR Associate  
Leonora Izerne, Office Manager

An employee may also report such conduct to his or her immediate supervisor or to any

supervisor with whom the employee feels comfortable. Once reported, it is the responsibility of the supervisor to contact the Human Resources Associate immediately so that an investigation can be conducted and appropriate corrective action taken, where warranted.

The employee will be protected from any retaliatory action in connection with his or her employment by reason of the report. The Company will maintain the confidentiality of any employee who complains of discriminatory or harassing conduct to the extent possible.

Any employee violating the Company's policy against discrimination or harassment, or retaliating against any employee who reports such discrimination or harassment, shall face disciplinary action, up to and including dismissal from employment, even if the offense proves to be the employee's first.

### **Personal Electronic Device Policy**

Retrophin, Inc. (“the Company”) recognizes that cell phones and personal communications devices have become valuable tools in managing our professional and personal lives. However, use of these devices in the workplace can raise a number of issues involving safety, security, and privacy. Therefore, the Company has adopted the following rules regarding the use of personal communications devices in the workplace during working hours.

- Except in cases of emergency, employees should conduct personal business during lunch breaks and other rest periods. This includes the use of personal communications devices (including cell phones) for personal business (including personal phone conversations and text messages, personal emails, and use of the Internet for personal reasons). Employees should be courteous of their co-workers and keep ring tones and alerts on vibrate or silent while at work. Phone calls made during an employee’s lunch break or rest period should be made away from the employee’s desk or work station so as not to disturb co-workers. Minimal or incidental use is permitted. Incidental use should be limited in duration and frequency and restricted to matters that cannot wait until a break period (e.g., a call from a child confirming his or her safe arrival at home after school).
- When attending a meeting with customers, clients, or co-workers, employees should turn off or silence their cell phones and personal communications devices. Except in extraordinary circumstances (e.g., family emergency), employees may not respond to personal calls during a meeting.
- Employees are prohibited from using a device’s camera to take photographs in the workplace. Phones and other devices with cameras or recording capabilities are strictly prohibited in all work areas that contain proprietary information or confidential documents. Camera phones and other devices with photographic or recording capabilities may not be brought into restrooms, locker rooms, or other private areas in the workplace.
- Making discriminatory or harassing comments to co-workers via any electronic means of communication is prohibited. This includes offensive messages, photos, or images that are sexual in nature or that are offensive to a person based on his or her race, color, religion, national origin, gender, sexual orientation, disability, or any other characteristic protected by federal, state, or local law. The Company’s policies on professional conduct, discrimination, and harassment apply to all electronic communications to its employees, customers, clients, and vendors.

Violation of this policy may result in discipline, up to and including termination of employment.